

LAW OFFICES OF  
**HUBER LAWRENCE & ABELL**

99 PARK AVENUE  
NEW YORK, N.Y. 10016

NORMAN ABELL  
GREGORY J. BLASI  
LEONARD BLUM  
WILLIAM J. CRONIN  
JOHN D. DRAGHI  
KENNETH M. JASINSKI  
FREDERIC H. LAWRENCE  
FRANK J. MILLER  
HOWARD M. SCHMERTZ  
RODERICK SCHUTT  
NORMAN W. SPINDEL

**4-290A162**

14268-A  
RECORDATION NO. 1426  
OCT 16 1984 12 15 PM  
INTERSTATE COMMERCE COMMISSION

AREA CODE 212  
682-6200

CABLE ADDRESS "CAUTELA"  
COUNSEL  
GERSHON A. ARONSON  
JOHN A. FARRELL

October 12 , 1984

Ms. Agatha Mergenovich  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Room 2303  
Washington, DC 20423

OCT 16 1984  
10.00  
ICC TRAINING UNIT

ICC OFFICE OF  
THE SECRETARY  
OCT 16 12 03 PM '84  
MOTOR OPERATING UNIT

Dear Secretary Mergenovich:

Enclosed please find an original and counterpart of the secondary document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document, entitled "Assignment and Assumption of Tankcar Lease" is an assignment and assumption of lease covering 25 railroad tankcars, dated as of January 31, 1984, between RAI-FOUR MORTGAGE CORP., a Delaware corporation, as Assignor and MIDKIFF ASSOCIATES, an Oregon limited partnership, as Assignee. The addresses of the parties to the document are as follows:

ASSIGNOR: RAI-FOUR MORTGAGE CORP.  
230 Park Avenue  
New York, New York 10169

ASSIGNEE: MIDKIFF ASSOCIATES  
c/o Frank T. Dunn, Jr., General Partner  
5550 S.W. Macadam Avenue, Suite 220  
Portland, Oregon 97201

The primary document to which this secondary document is connected is recorded under Recordation No. 14268.

A description of the equipment covered by this document follows:

- 2 -

<u>Number of Cars</u>	<u>Department of Transportation Classification</u>	<u>Type and Description</u>
25	111A - 100 W 3	23,500 gallon tankcars, exterior coiled and in- sulated, with 100 ton roller bearing trucks, marked with the follow- ing identification numbers:
		RTMX 12150/CNTX 23001
		RTMX 12159/CNTX 23002
		RTMX 12174/CNTX 23003
		RTMX 12175/CNTX 23004
		RTMX 12190/CNTX 23005
		RTMX 12251/CNTX 23006
		RTMX 12252/CNTX 23007
		RTMX 12253/CNTX 23008
		RTMX 12254/CNTX 23009
		RTMX 12255/CNTX 23010
		RTMX 12256/CNTX 23011
		RTMX 12257/CNTX 23012
		RTMX 12258/CNTX 23013
		RTMX 12259/CNTX 23014
		RTMX 12260/CNTX 23015
		RTMX 12261/CNTX 23016
		RTMX 12262/CNTX 23017
		RTMX 12263/CNTX 23018
		RTMX 12264/CNTX 23019
		RTMX 12265/CNTX 23020
		RTMX 12266/CNTX 23021
		RTMX 12267/CNTX 23022
		RTMX 12268/CNTX 23023
		RTMX 12270/CNTX 23024
		RTMX 12271/CNTX 23025

A short summary of this document to appear in the index follows:

"Assignment and Assumption of Tankcar Lease between RAI-FOUR MORTGAGE CORP., with an address at 230 Park Avenue, New York, New York 10169, as Assignor, and Midkiff Associates, with an address c/o Frank T. Dunn, Jr., General Partner, 5500 S.W. Macadam Avenue, Suite 220, Portland, Oregon 97201, as Assignee, dated as of January 31, 1984, and covering 25 23,500 gallon tankcars, exterior coiled and insulated with

100 ton roller bearing trucks, marked with the following identification numbers:

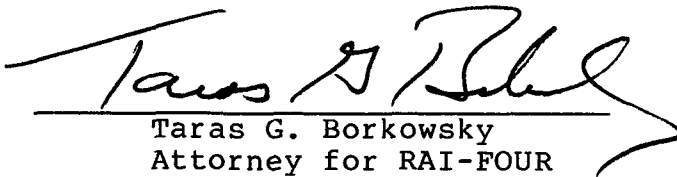
RTMX 12150/CNTX 23001, RTMX 12159/CNTX 23002  
RTMX 12174/CNTX 23003, RTMX 12175/CNTX 23004  
RTMX 12190/CNTX 23005, RTMX 12251/CNTX 23006  
RTMX 12252/CNTX 23007, RTMX 12253/CNTX 23008  
RTMX 12254/CNTX 23009, RTMX 12255/CNTX 23010  
RTMX 12256/CNTX 23011, RTMX 12257/CNTX 23012  
RTMX 12258/CNTX 23013, RTMX 12259/CNTX 23014  
RTMX 12260/CNTX 23015, RTMX 12261/CNTX 23016  
RTMX 12262/CNTX 23017, RTMX 12263/CNTX 23018  
RTMX 12264/CNTX 23019, RTMX 12265/CNTX 23020  
RTMX 12266/CNTX 23021, RTMX 12267/CNTX 23022  
RTMX 12268/CNTX 23023, RTMX 12270/CNTX 23024  
RTMX 12271/CNTX 23025

A fee of \$10.00 is enclosed. Please return the original to:

Taras G. Borkowsky, Esq.  
Huber Lawrence & Abell  
99 Park Avenue  
New York, New York 10016

Thank you for your help in this matter.

Very truly yours,

  
Taras G. Borkowsky  
Attorney for RAI-FOUR  
MORTGAGE CORP.

TGB:srp  
Enclosures

JAN 16 1984 11 15 PM

INTERSTATE COMMERCE COMMISSION  
ASSIGNMENT AND ASSUMPTION OF TANKCAR LEASE

KNOW ALL MEN BY THESE PRESENTS, the RAI-FOUR MORTGAGE CORP., a Delaware corporation, ("Assignor"), for good and valuable consideration received from Midkiff Associates, an Oregon limited partnership ("Assignee"), does hereby assign unto Assignee all its right, title and interest in, to and under a certain Lease between Assignor as Lessor and Westfield Corporation, a New Jersey corporation, as Lessee, dated as of December 29, 1983, and all extensions and renewals thereof, ("Lease") and to all rents, income and payments therefrom on and after the date hereof, together with the benefits of all covenants, express or implied, contained in the Lease.

Assignor covenants and agrees that the Lease is in full force and effect; that it has good right and power to assign the same; and that there has been no default in any of the conditions, covenants and other provisions on the part of the Assignor to be kept and performed.

Assignee hereby accepts said Assignment and assumes and agrees to perform all the obligations as Lessor under the Lease arising from and after the date hereof.

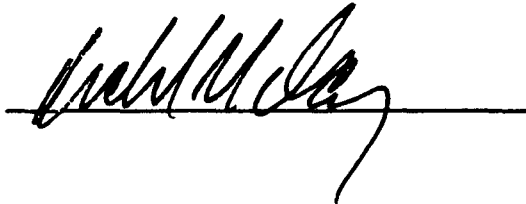
This Assignment and Assumption Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the 31st day of January, 1984.

ASSIGNOR:

WITNESS:

RAI-FOUR MORTGAGE CORP.

By: Allen Hart,  
PresidentASSIGNEE:

WITNESS:

MIDKIFF ASSOCIATES

By: Frank T. Dunn, Jr.,  
General Partner

STATE OF NEW YORK )  
COUNTY OF NEW YORK )

On this 20<sup>th</sup> day of September, 1984, before me personally appeared Allen Hart, to me personally know, who, being by me duly sworn, did depose and say that he resides at 345 East 73rd Street, New York, NY 10021 and that he is the President of RAI-Four Mortgage Corp., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

DIANE J. SCHMIERER  
Notary Public, State of New York  
No. 52-4767426  
Qualified in Suffolk County  
Certificate Filed in New York County  
Commission Expires March 30, 1986

Diane J. Schmierer  
Notary Public  
My Commission Expires: 3/30/86

STATE OF Oregon  
COUNTY OF Polk

On this 11 day of September, 1984, before me personally appeared Frank T. Dunn, Jr., to me personally known, who, being by me duly sworn, did depose and say that he resides at Portland, Oregon and that he is the general partner of Midkiff Associates, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

ROBERT E. DOERR  
NOTARY PUBLIC - OREGON  
My commission expires \_\_\_\_\_

Robert E. Doerr  
Notary Public  
My Commission Expires: 8/11/86

I, Diane J. Schmierer, Notary Public in and for the State of New York, do hereby certify that I have compared the photocopy attached hereto to the original document and have found said photocopy to be identical in every respect.

*Diane J. Schmierer*  
Diane J. Schmierer

DIANE J. SCHMIERER  
Notary Public, State of New York  
No. 52-4767426  
Qualified in Suffolk County  
Certificate Filed in New York County  
Commission Expires March 30, 1986

CERTIFICATE

14268

RECORDATION NO. .... Filed 1425

STATE OF NEW YORK     )  
                              : ss.  
COUNTY OF NEW YORK    )

FEB 6 1984 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

I, Donna M. Sullivan, Notary Public in and for the  
State of New York, hereby certify that I have compared the copy  
of the document attached hereto with the original and have found  
the copy to be complete and identical in all respects to the  
original document.

Witness my hand and seal this 26th day of January, 1984.

  
\_\_\_\_\_  
Donna M. Sullivan

DONNA M. SULLIVAN  
Notary Public, State of New York  
No. 52-4764402  
Qualified in Suffolk County  
Certificate filed in New York County  
Commission Expires March 30, 1984